

VIA ECFS

June 28, 2005

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: WC Docket No. 05-207 – SUPPLEMENT
In the Matter of Supra Telecommunications and Information Systems, Inc.,
Transferor, and FDN Supra, LLC, Transferee, Application For Authority
Pursuant to Section 214 of the Communications Act of 1934, as Amended, for
the Transfer of Control of an Authorized U.S. International and Domestic
Communications Common Carrier

Dear Ms. Dortch:

On behalf of Supra Telecommunications and Information Systems, Inc. (“Supra”) and FDN Supra, LLC (together, “Applicants”), attached for filing is a Supplement to the above-referenced application. A hard copy of this Supplement is also being filed in IB File No. ITC-T/C-20050601-00207.

Please do not hesitate to contact us if you have any questions regarding this filing.

Respectfully submitted,



Catherine Wang
Douglas D. Orvis II
Brett P. Ferencak

Counsel to Applicants

Attachment

cc (via email):
Denise Coca (WCB)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)

Supra Telecommunications and)
Information Systems, Inc.,)
Transferor)

and)

FDN Supra, LLC)
Transferee)

Application For Authority Pursuant to Section)
214 of the Communications Act of 1934,)
as Amended, for the Transfer of Control of)
an Authorized U.S. International and Domestic)
Communications Common Carrier)
_____)

IB File No. ITC-T/C-20050601-00207

WC Docket No. 05-207

SUPPLEMENT

Supra Telecommunications and Information Systems, Inc. (“Supra”) and FDN Supra, LLC (“FDN Supra” or the “Purchaser”) (together, with Supra, the “Applicants”), hereby file this Supplement to clarify or correct certain statements in their Application filed in the above-referenced dockets on June 1, 2005 (“Application”).

A. Current Ownership of Supra

Supra is directly owned by H.I.G. Supra, LLC and FDN Supra, LLC. There are no other direct owners of Supra. Following the transaction, ownership of Supra will remain in these two entities, albeit at a different percentages as described in Section C, below.

B. Citizenship of FDN Supra

Purchaser corrects the information regarding its place of formation or citizenship as provided in Sections II(B), V(b) and V(h)(1) of the Application. Specifically, FDN Supra states that it is a Delaware limited liability company.

C. Ownership Information Required by Section 63.18(h)

While no new entities have been added or percentages change from the initial filing, Applicants request that the following information be substituted for the information provided in the Applicant in order to clarify such ownership information:

(h) Ownership of Supra

- (1) Following completion of the transaction, the following entities will own or control ten percent (10%) or more of the equity of Supra Telecommunications and Information Systems, Inc.:

Name:	H.I.G. Supra, LLC ¹ (“H.I.G. Supra”)
Address:	1001 Brickell Bay Drive Miami, FL 33131
Citizenship:	U.S.
Percentage Owned:	50%
Principal Business:	Investments

Name:	FDN Supra, LLC
Address:	2301 Lucien Way, Suite 200 Maitland, FL 32751
Citizenship:	U.S.
Percentage Owned:	50%
Principal Business:	Telecommunications

No other entity will hold a direct investment in Supra that will result in the ownership or control of ten percent (10%) or more of the equity of Supra.

¹ On or about February 18, 2005, the Commission was notified of the *pro forma* transfer of control of Supra from H.I.G. Supra, Inc. to H.I.G. Supra, LLC.

- (2) The following entity directly or indirectly owns ten percent (10%) or more of the equity of FDN Supra, LLC (“FDN Supra”):

Name: Florida Digital Network, Inc. (“FDN”)
Address: 2301 Lucien Way, Suite 200
Maitland, FL 32751
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Telecommunications

The following entities, directly or indirectly, own or control ten percent (10%) or more of the equity of FDN:

Name: M/C Venture Partners V, L.P. (“MCVP V”)
Address: 75 State Street, Suite 2500
Boston, MA 02109-1829
Citizenship: U.S.
Percentage Owned: approximately 49%
Principal Business: Private Equity Venture Fund

Name: Centennial Ventures VII, L.P. (“Centennial VII”)
Address: 1428 Fifteenth Street
Denver, CO 80202
Citizenship: U.S.
Percentage Owned: approximately 12.7%
Principal Business: Private Equity Venture Fund

Name: Columbia Capital III, LLC (“CC III”)²
Address: 201 North Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Percentage Owned: 12.85%
Principal Business: General Partner

² CC III is the general partner of Columbia Capital Equity Partners III (QP), L.P., which directly owns 6.93% of the equity of FDN, and the general partner or managing member of various other funds that are the members of Columbia FDN Partners III, LLC, which directly owns 5.92% of the equity of FDN. As a result, in aggregate, CC III has indirect ownership of 12.85% of the equity of FDN Supra. None of the intervening entities own or control ten percent (10%) or more of the equity of FDN Supra under the Commission’s methodology for determining indirect interest in communications companies.

MCVP V is controlled by its general partner as follows:

Name:	M/C VP V, L.L.C.
Address:	75 State Street, Suite 2500 Boston, MA 02109-1829
Citizenship:	U.S.
Interest Held:	General Partner
Principal Business:	Investment

The limited partners of M/C Venture Partners V, L.P. (and affiliated funds) consist of institutional and other investors. Based on the Commission's methodology for determining indirect interest in communications companies, none of the limited partners in these entities hold, directly or indirectly, ten percent (10%) or more of the equity of FDN Supra.

Centennial VII is controlled by its general partner as follows:

Name:	Centennial Holdings VII, LLC ³
Address:	1428 Fifteenth Street Denver, CO 80202
Citizenship:	U.S.
Interest Held:	General Partner
Principal Business:	Investment

The limited partners of Centennial Ventures VII, L.P. consist of institutional and other investors. Based on the Commission's methodology for determining indirect interest in communications companies, none of the limited partners in these entities hold ten percent (10%) or more of the equity of FDN Supra.

The following individuals control M/C VP V, L.L.C.:

Names:	James F. Wade ⁴ David D. Croll ⁴ Peter H.O. Claudy ⁴ Matthew J. Rubins
Citizenship:	U.S.
Interest Held:	Managers
Principal Business:	Individuals

No entity owns or controls Columbia Capital III, LLC.

³ Centennial Holdings is also the sole general partner of Centennial Entrepreneurs Fund VIII, L.P., which hold a 0.18% interest in FDN. Centennial Holdings, therefore, controls 12.85% of FDN Supra through the two funds.

⁴ These individuals also indirectly control other affiliated funds that hold the following interests in FDN: Media/Communications Partners III Limited Partnership (6.63%), Chestnut Venture Partners, L.P. (2.45%) and M/C Investors L.L.C. Accordingly, these individuals indirectly control, through various venture funds, 59.29% of FDN Supra pursuant to the Commission's methodology for determining indirect interest in communications companies.

No entity owns or controls Centennial Holdings VII, LLC.

- (3) The following entities own or control ten percent (10%) or more of the equity of H.I.G. Supra, LLC.

Name:	H.I.G. Supra, Inc.
Address:	1001 Brickell Bay Drive Miami, FL 33131
Citizenship:	Cayman Islands
Percentage Owned:	77.5%
Principal Business:	Investments
Name:	Alexander Enterprise Holdings Corp.
Address:	1114 Avenue of the Americas, 41 st Floor New York, NY 10036
Citizenship:	British Virgin Islands
Percentage Owned:	20%
Principal Business:	Investments

The following entities own or control ten percent (10%) or more of the equity of H.I.G. Supra, Inc.:

Name:	H.I.G. Capital Partners III, L.P.
Address:	1001 Brickell Bay Drive Miami, FL 33131
Citizenship:	Delaware
Percentage Owned:	Approximately 68%
Principal Business:	Investments
Name:	Alexander Enterprise Holdings Corp.
Address:	1114 Avenue of the Americas, 41 st Floor New York, NY 10036
Citizenship:	British Virgin Islands
Percentage Owned:	Approximately 25%
Principal Business:	Investments

No limited partner has a ten percent (10%) or greater interest in H.I.G. Capital Partners III, L.P.

The following entity is the General Partner of H.I.G. Capital Partners III, L.P.

Name: H.I.G. Advisors III, LLC
Address: 1001 Brickell Bay Drive
Miami, FL 33131
Citizenship: Delaware
Percentage Owned: less than 1%
Principal Business: Investments

The following entities own or control ten percent (10%) or more of the equity of H.I.G. Advisors III, LLC.

Name: Anthony Tamer
Address: 104 Paloma Avenue
Coral Gables, FL 33143
Citizenship: USA
Percentage Owned: 10%
Principal Business: Managing Director

Name: Kactus Investment Corporation
Address: 104 Paloma Avenue
Coral Gables, FL 33143
Citizenship: Cayman Islands
Percentage Owned: 40%
Principal Business: Investments

Name: Sami Mnaymneh
Address: 221 Costanera Road
Coral Gables, FL 33143
Citizenship: USA
Percentage Owned: 10%
Principal Business: Managing Director

Name: Sami Mnaymneh 2002 Children's Trust⁵
Address: 104 Paloma Avenue
Coral Gables, FL 33143
Citizenship: Florida
Percentage Owned: 40%
Principal Business: Investments

⁵ The sole trustee, and thus control of the trust, is Sami Mnaymneh, whose information is provided above.

The following entity own or control ten percent (10%) or more of the equity of Kactus Investment Corporation:

Name: Tamer Family Trust⁶
Address: 104 Paloma Avenue
Coral Gables, FL 33143
Citizenship: Florida
Percentage Owned: 100%
Principal Business: Investments

The following entity owns or controls ten percent (10%) or more of the equity of Alexander Holdings, Inc.:

Name: Berggruen Holdings Ltd
Address: 1114 Avenue of the Americas, 41st Floor
New York, NY 10036
Citizenship: British Virgin Islands
Percentage Owned: 100%
Principal Business: Investments

The following entity owns or controls ten percent (10%) or more of the equity of Berggruen Holdings Ltd.:

Name: The Tarragona A Trust
Address: 1114 Avenue of the Americas, 41st Floor
New York, NY 10036
Citizenship: British Virgin Islands
Percentage Owned: 100%
Principal Business: Investments

The following entity serves as the trustee of The Tarragona A Trust:

Name: Maitland Trustees Limited
Address: Falcon Cliff, Palace Road
Douglas, Isle of Man
British Isles, IM2 4LB
Citizenship: British Virgin Islands
Percentage Owned: Trustee
Principal Business: Trust Services

Maitland Trustees Limited is controlled by the Maitland Group, a privately held British Virgin Island company, which does not have any majority

⁶ The sole trustee, and thus control of the trust, is Anthony Tamer, whose information is provided above.

shareholder whose interest could be considered a ten percent (10%) or greater interest in H.I.G. Supra.

No other entity has a ten percent (10%) or greater direct or indirect interest in H.I.G. Supra.

Supra does not have any interlocking directorates with a foreign carrier.

The Purchaser does not have any interlocking directorates with a foreign carrier.

D. Clarification Regarding Affiliates of H.I.G. Supra, LLC

The Applicants also seek to clarify the information provided in Section V(a)(7) of the Application with regards to H.I.G. Supra, LLC (“H.I.G. Supra”). Specifically, H.I.G. Supra does not provide telecommunications services. Through common indirect control by H.I.G. Capital Partners III, L.P., H.I.G. Supra is affiliated with T-Netix Communications Services, Inc. (“T-Netix”) and Evercom Systems, Inc. (“Evercom”).⁷ Both of these affiliated entities provide competitive resold wireline long distance services to inmates pursuant to state and FCC authorizations. All of the services provided by T-Netix and Evercom are competitive in nature and neither H.I.G. Supra nor any of its affiliates holds a dominant position in any market.

⁷

H.I.G. Capital Partners III, L.P. controls Securus Technologies, Inc., which owns T-Netix and Evercom.

Except as supplemented by the statements made herein, all other information in the Application remains true and correct.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Brett P. Ferenchak", written over a horizontal line.

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Dated: June 28, 2005